

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On January 26, 2007, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Debtors' Motion for an Order Pursuant to Bankruptcy Rule 9019 Approving Settlement Agreement with Barclays Bank, PLC (Docket No. 6738) [a copy of which is attached hereto as Exhibit D]
- 2) Second Supplemental Affidavit of Douglas P. Bartner in Support of Application for Order Under 11 U.S.C. § 327(e) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Shearman & Sterling LLP as Special Counsel (Docket No. 6741) [a copy of which is attached hereto as Exhibit E]

On January 26, 2007, I caused to be served the document listed below upon the parties listed on Exhibit F hereto via overnight delivery:

- 3) Debtors' Motion for an Order Pursuant to Bankruptcy Rule 9019 Approving Settlement Agreement with Barclays Bank, PLC (Docket No. 6738) [a copy of which is attached hereto as Exhibit D]

Dated: January 30, 2007

/s/ Evan Gershbein  
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 30th day of January, 2007, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Shannon J. Spencer

Commission Expires: 6/20/10

## **EXHIBIT A**

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## **EXHIBIT B**

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Waller Lansden Dortch & Davis, PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<a href="mailto:david.lemke@walleralaw.com">david.lemke@walleralaw.com</a>	Counsel to Nissan North America, Inc.
Waller Lansden Dortch & Davis, PLLC	Robert J. Welhoelter, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<a href="mailto:robert.welhoelter@walleralaw.com">robert.welhoelter@walleralaw.com</a>	Counsel to Nissan North America, Inc.
Warner Norcross & Judd LLP	Stephen B. Grow	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2158		<a href="mailto:growsb@wnj.com">growsb@wnj.com</a>	Counsel to Behr Industries Corp.
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2185	616-222-2185	<a href="mailto:gtoering@wnj.com">gtoering@wnj.com</a>	Counsel to Robert Bosch Corporation
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	248-603-9631	<a href="mailto:mcruse@wnj.com">mcruse@wnj.com</a>	Counsel to Compuware Corporation
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102		817-810-5250	817-810-5255	<a href="mailto:mwarner@warnerstevens.com">mwarner@warnerstevens.com</a>	Counsel to Electronic Data Systems Corp. and EDIS Information Services, L.L.C.
Weiland, Golden, Smiley, Wang Ekwall & Strok, LLP	Lei Lei Wang Ekwall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626		714-966-1000	714-966-1002	<a href="mailto:lekw@wgllp.com">lekw@wgllp.com</a>	Counsel to Toshiba America Electronic Components, Inc.
Weinstein, Eisen & Weiss LLP	Aram Ordubegian	1925 Century Park East	#1150	Los Angeles	CA	90067		310-203-9393	310-203-8110	<a href="mailto:aordubegian@weineisen.com">aordubegian@weineisen.com</a>	Counsel to Orbotech, Inc.
Weltman, Weinberg & Reis Co., L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	OH	43215		614-857-4326	614-222-2193	<a href="mailto:gjpeters@weltman.com">gjpeters@weltman.com</a>	Counsel to Seven Seventeen Credit Union
White & Case LLP	Glenn Kurtz Gerard Uzzi Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		212-819-8200		<a href="mailto:gkurtz@ny.whitecase.com">gkurtz@ny.whitecase.com</a> <a href="mailto:guzzi@whitecase.com">guzzi@whitecase.com</a> <a href="mailto:dbaumstein@ny.whitecase.com">dbaumstein@ny.whitecase.com</a>	Counsel to Appaloosa Management, LP
White & Case LLP	Thomas Lauria Frank Eaton	Wachovia Financial Center	200 South Biscayne Blvd., Suite 4900	Miami	FL	33131		305-371-2700	305-358-5744	<a href="mailto:tlauria@whitecase.com">tlauria@whitecase.com</a> <a href="mailto:featon@miami.whitecase.com">featon@miami.whitecase.com</a>	Counsel to Appaloosa Management, LP
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	414-223-5000	<a href="mailto:arnold@whdlaw.com">arnold@whdlaw.com</a>	Counsel to Schunk Graphite Technology
Winstead Sechrist & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701		512-370-2800	512-370-2850	<a href="mailto:bspears@winstead.com">bspears@winstead.com</a>	Counsel to National Instruments Corporation
Winstead Sechrist & Minick P.C.	R. Michael Farquhar	5400 Renaissance Tower	1201 Elm Street	Dallas	TX	75270		214-745-5400	214-745-5390	<a href="mailto:mfarquhar@winstead.com">mfarquhar@winstead.com</a>	Counsel to National Instruments Corporation
Winthrop Couchot Professional Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:mjwinthrop@winthropicouchot.co">mjwinthrop@winthropicouchot.co</a>	Counsel to Metal Surfaces, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:sokeefe@winthropicouchot.com">sokeefe@winthropicouchot.com</a>	Counsel to Metal Surfaces, Inc.
Womble Carlyle Sandridge & Rice, PLLC	Lillian H. Pinto	300 North Greene Street	Suite 1900	Greensboro	NC	27402		336-574-8058	336-574-4528	<a href="mailto:lpinto@wCSR.com">lpinto@wCSR.com</a>	Counsel to Armacell
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	<a href="mailto:pjanovsky@zeklaw.com">pjanovsky@zeklaw.com</a>	Counsel to Toyota Tsusho America, Inc. and Karl Kufner, KG aka Karl Kuefner, KG
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	<a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>	Counsel to Toyota Tsusho America, Inc.

## **EXHIBIT C**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
Akebono Corporation (North America)	Alan Swiech	34385 Twelve Mile Road		Farmington Hills	MI	48331	248-489-7406	Vice President of Administration for Akebono Corporation
APS Clearing, Inc.	Andy Leinhoff	1301 S. Capital of Texas Highway	Suite B-220	Austin	TX	78746	512-314-4416	Counsel to APS Clearing, Inc.
APS Clearing, Inc.	Matthew Hamilton	1301 S. Capital of Texas Highway	Suite B-220	Austin	TX	78746	512-314-4416	Counsel to APS Clearing, Inc.
Cage Williams & Abelman, P.C.	Steven E. Abelman	1433 Seventeenth Street		Denver	CO	80202	303-295-0202	Counsel to United Power, Inc.
Colbert & Winstead, P.C.	Amy Wood Malone	1812 Broadway		Nashville	TN	37203	615-321-0555	Counsel to Averitt Express, Inc.
Curtis, Mallet-Prevost, Colt & Mosle LLP	David S. Karp	101 Park Avenue		New York	NY	10178-0061	212-696-6065	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.
Dykema Gossett PLLC	Gregory J. Jordan	10 Wacker	Suite 2300	Chicago	IL	60606	312-627-2171	Counsel to Tremont City Barrel Fill PRP Group
Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131	305-349-2300	Counsel to Ryder Integrated Logistics, Inc.
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	1201 North Market Street	Suite 2100	Wilmington	DE	19801	302-622-7000	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Heller Ehrman LLP	Carren Shulman	Times Square Tower	Seven Times Square	New York	NY	10036	212-832-8300	Counsel to @Road, Inc.
Jason, Inc.	Beth Klimczak, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202		General Counsel to Jason Incorporated
Johnston, Harris Gerde & Komarek, P.A.	Jerry W. Gerde, Esq.	239 E. 4th St.		Panama City	FL	32401	850-763-8421	Counsel to Peggy C. Brannon, Bay County Tax Collector
Kirkland & Ellis LLP	Geoffrey A. Richards	200 East Randolph Drive		Chicago	IL	60601	312-861-2000	Counsel to Lunt Manufacturing Company
Lord, Bissell & Brook LLP	Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	10022-4802	212-812-8340	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
Miami-Dade County Tax Collector	Metro-Dade Paralegal Unit	140 West Flagler Street	Suite 1403	Miami	FL	33130	305-375-5314	Paralegal Collection Specialist for Miami-Dade County
North Point	Michelle M. Harner	901 Lakeside Avenue		Cleveland	OH	44114	216-586-3939	Counsel to WL. Ross & Co., LLC
O'Rourke Katten & Moody	Michael C. Moody	161 N. Clark Street	Suite 2230	Chicago	IL	60601	312-849-2020	Counsel to Ameritech Credit Corporation d/b/a SBC Capital Services
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	1285 Avenue of the Americas		New York	NY	10019-6064	212-373-3157	Counsel to Ambrake Corporation; Akebono Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	Corporate Secretary for Professional Technologies Services
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	OH	44333	330-670-3004	Counsel to Republic Engineered Products, Inc.
Ropers, Majeski, Kohn & Bentley	Christopher Norgaard	515 South Flower Street	Suite 1100	Los Angeles	CA	90071	213-312-2000	Counsel to Brembo S.p.A; Bibielle S.p.A.; AP Racing
Schiff Hardin LLP	William I. Kohn	6600 Sears Tower		Chicago	IL	60066	312-258-5500	Counsel to Means Industries
								Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. a
Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane		New York	NY	10038	212-806-5400	
Traub, Bonaquist & Fox LLP	Maura I. Russell Wendy G. Marcaro	655 Third Avenue	21st Floor	New York	NY	10017	212-476-4770	Counsel to SPCP Group LLC
WL Ross & Co., LLC	Oscar Iglesias	600 Lexington Avenue	19th Floor	New York	NY	10022	212-826-1100	Counsel to WL. Ross & Co., LLC

## **EXHIBIT D**

**Hearing Date and Time: February 15, 2007 at 11:00 A.M.**  
**Objection Deadline: February 8, 2007 at 4:00 P.M.**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Conflicts Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Albert Togut (AT-9759)  
Neil Berger (NB-3599)  
Jayme T. Goldstein (JG-9054)

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

	-----x
In re:	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
Debtors.	: Jointly Administered
	:
	-----x

**NOTICE OF HEARING ON MOTION FOR AN ORDER  
PURSUANT TO BANKRUPTCY RULE 9019 APPROVING  
SETTLEMENT AGREEMENT WITH BARCLAYS BANK, PLC**

**PLEASE TAKE NOTICE THAT** a hearing (the "Hearing") to consider the motion (the "Motion") of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), by their undersigned counsel, for an Order pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") approving a Settlement Agreement,<sup>1</sup> annexed to the Motion as Exhibit "1", by and

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<sup>1</sup> Capitalized terms used herein but not defined, shall have the meaning ascribed to them in the Motion.

between Delphi and Barclays Bank, PLC ("Barclays Bank"), shall be conducted before the Honorable Robert D. Drain, United States Bankruptcy Judge, in Room 610 of the United States Bankruptcy Court, One Bowling Green, New York, New York, 10004, on February 15, 2007, at 11:00 a.m. (New York City Time), or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE THAT** responses or objections, if any, to the relief requested by the Motion (a) must be in writing, (b) must conform to the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, and the Second Supplemental Order under 11 U.S.C. §§ 102 (1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, (the "Case Management Order") (Docket No. 2995), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (General Order M-242, as amended, and the User's Manual for the Electronic Case Filing System can be found at [www.nysb.ucourts.gov](http://www.nysb.ucourts.gov), the official website for the Bankruptcy Court) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel); (ii) conflicts counsel for the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119 (Attn: Neil Berger, Esq.); (iii) counsel for the Debtors, Skadden Arps Slate Meagher & Flom, Four Times Square, New York, New York 10036 (Attn: John Wm. Butler, Jr., Esq.); (iv) counsel for the agent under the Debtors' prepetition

credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman, Esq.); (v) counsel for the agent under the post-petition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican, Esq.); (vi) commercial and litigation counsel to the Debtors, Butzel & Long, P.C., 100 Bloomfield Hills Parkway, Suite 200, Bloomfield Hills, Michigan 48304 (Attn: James Darien, Esq.); (vii) conflicts counsel for the Official Committee of Unsecured Creditors, Warner Stevens, LLP, 1700 City Center Tower II, 301 Commerce Street, Fort Worth, Texas 776102 (Attn: Michael D. Warner, Esq. and David T. Cohen, Esq.); (viii) counsel for Barclays Bank, PLC, Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020 (Attn: Kenneth P. Coleman, Esq.); and (ix) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard, Esq.), in each case so as to be **received** by such persons no later than **4:00 p.m.** **(Prevailing Eastern Time) on February 8, 2007** (the "Objection Deadline").

**[Concluded on Following Page]**

**PLEASE TAKE FURTHER NOTICE** that only those timely, written objections made in accordance herewith will be considered by the Bankruptcy Court, and that if no objections to the Settlement Agreement are timely filed and served the Bankruptcy Court may so order the Settlement Agreement.

Dated: New York, New York  
January 26, 2007

DELPHI CORPORATION, *et al.*  
By their attorneys,  
TOGUT, SEGAL & SEGAL LLP  
By:

/s/ Neil Berger  
ALBERT TOGUT (AT-9759)  
NEIL BERGER (NB-3599)  
Members of the Firm  
One Penn Plaza  
New York, New York 10119  
(212) 594-5000

**Hearing Date and Time: February 15, 2007 at 11:00 A.M.  
Objection Deadline: February 8, 2007 at 4:00 P.M.**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Conflicts Counsel for Delphi Corporation, et al.,  
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International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re: :  
DELPHI CORPORATION, et al., : Chapter 11  
: Case No. 05-44481 [RDD]  
: Debtors. : Jointly Administered  
:-----x

**DEBTORS' MOTION FOR AN ORDER PURSUANT TO BANKRUPTCY RULE 9019  
APPROVING SETTLEMENT AGREEMENT WITH BARCLAYS BANK, PLC**

TO THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), by their undersigned counsel, as and for their motion (the "Motion") for an Order pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), approving the settlement agreement annexed hereto as Exhibit

"1" (the "Settlement Agreement") by and between Delphi and Barclays Bank, PLC ("Barclays Bank"), respectfully show this Honorable Court that:

## **BACKGROUND**

### **A. The Chapter 11 Filings**

1. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases.

2. No trustee or examiner has been appointed in the Debtors' cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicate for the relief requested herein is Bankruptcy Rule 9019.

### **B. Current Business Operations Of The Debtors**

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2005 had global net sales of approximately \$26.9 billion

and global assets of approximately \$17.0 billion.<sup>1</sup> At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer.

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

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<sup>1</sup> The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

**RELIEF REQUESTED**

8. The Debtors seek approval of the Settlement Agreement with Barclays Bank pursuant to Bankruptcy Rule 9019. Pursuant to the Settlement Agreement, Delphi will recover \$9,044,399.41 from Barclays Bank representing the full amount of a termination payment that became due as a result of Barclays Bank's early termination of its Master Agreement (defined below) with Delphi. For the reasons set forth below, the Debtors believe that the settlement embodied in the Settlement Agreement is fair and equitable, falls well within the range of reasonableness, is in the best interest of the Debtors' estates and should be approved.

**BASIS FOR RELIEF**

**A. Background To The Proposed Settlement Agreement**

9. On November 23, 2001, Delphi entered into a master swap agreement (the "Master Agreement") with Barclays Bank.

10. On October 10, 2005, Barclays Bank sent Delphi a Notice of Termination of the Master Agreement, which constituted early termination thereof. Section 6 of the Master Agreement requires Barclays Bank to make a termination payment to Delphi upon the early termination of the Master Agreement.

11. On October 26, 2005, Barclays Bank sent Delphi a Statement of Payment on Early Termination, pursuant to which Barclays Bank represented that it owed Delphi \$10,178,261.40 as the termination payment provided for by the Master Agreement.

12. Barclays Bank later recalculated the amount due to Delphi as a result of the early termination of the Master Agreement, and on November 14, 2005,

Barclays Bank sent Delphi an Amended Statement of Payment on Early Termination, revising the amount that it owed Delphi to \$9,044,399.41 (the "Termination Payment").

13. Delphi made proper demand upon Barclays Bank for payment and delivery of the Termination Payment, which is due and payable to Delphi. In response, Barclays Bank asserted that it had a right to withhold payment of all or part of the Termination Payment to protect its alleged setoff rights on account of any indemnification payment obligations that may be owed to it by Delphi pursuant to, and in connection with: (i) the indemnity provisions of the Master Agreement; (ii) the pre-petition issuance of certain Delphi bonds (the "Bonds") by Barclays Capital Inc. ("Barclays Capital"), an affiliate of Barclays Bank; and (iii) claims that have been asserted against Barclays Capital in a class action filed in the Southern District of New York, styled *In re Delphi Corp. Securities Litigation*, 1:05-cv-2637 (the "Litigation")<sup>2</sup>.

14. Delphi has asserted that it does not owe any indemnification obligation to Barclays Bank because, *inter alia*, Barclays Bank was neither an issuer of the Bonds nor was it named as a defendant in the Litigation, and the issuance of the Bonds by Barclays Capital was wholly unrelated to the Master Agreement and the parties' rights and obligations thereunder.

#### B. The Proposed Settlement Agreement

15. Diligence and arms-length negotiations between Delphi and Barclays Bank regarding Delphi's demand for the return of the Termination Payment

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<sup>2</sup> On February 6, 2006, the Litigation was consolidated with several other actions pending against Delphi and related entities and transferred to the United States District Court for the Eastern District of Michigan as part of the consolidated proceeding known as *In re Delphi Corporation Securities, Derivative and ERISA Litigation* (MDL No. 1725).

have produced the Settlement Agreement, subject to Bankruptcy Court approval, the significant portions of which are<sup>3</sup>:

- (a) The Settlement Agreement will become effective on the date when an Order of the Court (the "Approval Order") approving the terms thereof becomes final and not subject to any stay or appeal (the "Effective Date");
- (b) Within three (3) business days after the Effective Date, Barclays Bank will pay the full amount of the Termination Payment in the amount of \$9,044,399.41 (the "Settlement Amount") to Delphi;
- (c) Payment of the Settlement Amount by Barclays Bank to Delphi is in full and final satisfaction of any and all claims that Delphi may have against Barclays Bank for the return of the Termination Payment. Upon entry of the Approval Order and payment to Delphi of the Settlement Amount, subject only to the reservations set forth in paragraphs "4" and "7" of the Settlement Agreement, Delphi will release and waive any claims, charges, causes of action and avoidance actions it may assert or may have been able to assert against Barclays Bank, its affiliates, subsidiaries, shareholders, officers, directors, employees, attorneys and agents regarding the Termination Payment, including, but not limited to, any claims Delphi may assert or may have been able to assert against Barclays Bank under Chapter 5 of the Bankruptcy Code pertaining to the Termination Payment;
- (d) Delphi and Barclays Bank agree that Barclays Bank is deemed to be a "Setoff Claimant" within the meaning of paragraph 18 of the Court's October 28, 2005 Order authorizing the Debtors to, among other things, obtain postpetition financing, utilize cash collateral, and grant adequate protection to prepetition secured parties (the "Final DIP Order") and paragraph 16 of the Court's January 5, 2007 Order authorizing, *inter alia*, the Debtors to refinance their postpetition financing and prepetition secured debt (the "Refinancing Order" and, together with the Final DIP Order, the "DIP Orders") and retains, and has not waived, any and all of Barclays Bank's rights pursuant to and in accordance with the DIP Orders pertaining to the Termination Payment, including the administrative claim and other forms of adequate protection described therein. Delphi retains, and has not waived, any and all rights to challenge and object to any claims or rights asserted by Barclays Bank, its successors and assigns pursuant to the DIP Orders; and

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<sup>3</sup> This Motion provides a summary of the Settlement Agreement. The provisions of the Settlement Agreement govern the parties' agreement.

(e) Except for the agreement memorialized by the Settlement Agreement, Delphi and Barclays Bank retain all of their rights, claims and defenses, including those concerning any claims filed by Barclays Bank in the Debtors' chapter 11 cases.

16. The Debtors have determined that the proposed Settlement

Agreement is in the best interests of the Debtors' estates and, in reaching that conclusion, have considered, among other things, the cost, expense and delay associated with litigation regarding the Termination Payment and Barclay Bank's assertion of setoff and /or indemnification claims in connection with the Termination Payment, the result of which is not certain.

#### APPLICABLE AUTHORITY

17. Bankruptcy Rule 9019(a) provides, in relevant part, that: "[o]n motion by the [debtor in possession] and after notice and a hearing, the court may approve a compromise and settlement." Fed. R. Bankr. P. 9019(a). Indeed, settlements and compromises are "a normal part of the process of reorganization." Protective Comm. for Indep. Stockholders of TMT Trailer Ferry, Inc. v. Anderson, 390 U.S. 414, 424 (1968) (quoting Case v. Los Angeles Lumber Prods. Co., 308 U.S. 106, 130 (1939)); see also In re Adelphia Commc'n Corp., 327 B.R. 143, 159, adhered to on reconsideration, 327 B.R. 175 (Bankr. S.D.N.Y. 2005).

18. To approve a compromise and settlement under Bankruptcy Rule 9019(a), courts have held that the proposed compromise and settlement should be found to be fair and equitable, reasonable and in the best interests of the debtor's estate. See In re Ionosphere Clubs, Inc., 156 B.R. 414, 426 (S.D.N.Y. 1993), aff'd, 17 F.3d 600 (2d Cir. 1994); Adelphia Commc'n, 327 B.R. at 159 ("The settlement need not be the best that the debtor could have obtained. Rather, the settlement must fall 'within the reasonable range of litigation possibilities.'") (citations omitted) (quoting In re Penn

Centr. Transp. Co., 596 F.2d 1102, 1114 (3d Cir. 1979)). Additionally, the decision to approve a particular settlement lies within the sound discretion of the Bankruptcy Court. See Nellis v. Shugrue, 165 B.R. 115, 123 (S.D.N.Y. 1994).

19. In exercising its discretion, the Bankruptcy Court must make an independent determination that the settlement is fair and reasonable. Id. at 122. The Court, however, may consider the opinions of the debtor in possession and its counsel that the settlement is fair and reasonable. See In re Purofied Down Prods. Corp., 150 B.R. 519, 522 (S.D.N.Y. 1993). In addition, the Bankruptcy Court should exercise its discretion “in light of the general public policy favoring settlements.” In re Hibbard Brown & Co., Inc., 217 B.R. 41, 46 (Bankr. S.D.N.Y. 1998); see also Shugrue, 165 B.R. at 123 (“the general rule [is] that settlements are favored and, in fact, encouraged by the approval process outlined above”).

20. In determining whether to approve a proposed settlement, a Bankruptcy Court need not decide the numerous issues of law and fact raised by the settlement, but rather should “canvass the issues and see whether the settlement ‘fall[s] below the lowest point in the range of reasonableness.’” In re W.T. Grant Co., 699 F.2d 599, 608 (2d Cir. 1983); accord Purofied Down Prods., 150 B.R. at 522 (“the court need not conduct a ‘mini-trial’ to determine the merits of the underlying litigation”).

21. Bankruptcy Courts have applied the following factors in determining whether a settlement should be approved: (a) the probability of success in the litigation, with due consideration for the uncertainty in fact and law; (b) the complexity and likely duration of the litigation and any attendant expense, inconvenience and delay; (c) the proportion of creditors who do not object to, or who affirmatively support the proposed settlement; and (d) the extent to which the settlement is truly the product of arm’s length bargaining and not the product of fraud.

or collusion. See In re Ashford Hotels, Ltd., 226 B.R. 797, 804 (Bankr. S.D.N.Y. 1998); In re Best Prods. Co., 168 B.R. 35, 50 (Bankr. S.D.N.Y. 1994). See also Fry's Metals, Inc. v. Gibbons (In re RFE Indus., Inc.), 283 F.3d 159, 165 (3d Cir. 2002) (also incorporating as a factor the "likely difficulties in collection").

22. The relevant factors set forth above support a finding that the compromise that is embodied in the Settlement Agreement is fair and equitable, in the best interests of the Debtors and should be approved. The Debtors and Barclays Bank propose to presently resolve all claims relating to the Debtors' recovery of the full amount of the Termination Payment and Barclay Bank's right of setoff and/or indemnification in connection with the Termination Payment consensually, without further litigation. If these matters are not resolved through the proposed settlement, future litigation before this Court will result in additional expense for the Debtors with no certainty as to the outcome.

23. The benefits flowing from the settlement and compromise embodied in the Settlement Agreement -- including: (a) the payment of the Settlement Amount; (b) the elimination of a material risk of an unfavorable litigation outcome; (c) the avoidance of the significant costs, uncertainties and delays likely attendant to any litigation and possible resulting judgment; and (d) the waiver of any and all claims that Barclays Bank may possess against the Debtors regarding the Termination Payment, except for those concerning Barclays Bank's rights pursuant to and in accordance with the DIP Orders (including the forms of adequate protection described therein), all clearly demonstrate that approval of the Settlement Agreement is in the best interests of the Debtors and the Debtors' estates.

24. Additionally, the Settlement Agreement is the product of arm's length bargaining and negotiations between Delphi and Barclays Bank. Accordingly,

the Debtors submit that the parties' proposed settlement and compromise is appropriate in light of the relevant factors and should be approved.

**NOTICE OF MOTION**

25. Notice of this Motion is being given in accordance with the Eighth Supplemental Order under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered by this Court on October 25, 2006 (Docket No. 5401). The Debtors submit that no other notice need be given.

**MEMORANDUM OF LAW**

26. This Motion does not present any novel issues of law. Consequently, the Debtors respectfully request that the Court waive the requirement that they file a memorandum of law in support of this Motion pursuant to Local Bankruptcy Rule 9013-1(b). The Debtors reserve the right, however, to file a separate memorandum of law in support hereof or in response to any objection to this Motion.

27. No previous motion for the relief sought herein has been made to this or any other Court.

**[Concluded on Following Page]**

**WHEREFORE**, the Debtors respectfully request that the Court approve the settlement and compromise by and among the Debtors and Barclays Bank by "So Ordering" the annexed Settlement Agreement, and grant such other and further relief as the Court deems just and appropriate

Dated: New York, New York  
January 26, 2007

DELPHI CORPORATION, et al.  
By their attorneys,  
TOGUT, SEGAL & SEGAL LLP  
By:

/s/ Neil Berger  
ALBERT TOGUT (AT-9759)  
NEIL BERGER (NB-3599)  
Members of the Firm  
One Penn Plaza  
New York, New York 10119  
(212) 594-5000

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Conflicts Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
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New York, New York 10119  
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Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re: : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 [RDD]  
Debtors. : Jointly Administered

## **SETTLEMENT AGREEMENT**

Barclays Bank, PLC ("Barclays Bank") and Delphi Corporation, as successor in interest to Delphi Automotive Systems Corporation, together with its co-debtors ("Delphi"), hereby agree:

WHEREAS, on November 23, 2001, Delphi entered into a master swap agreement (the "Master Agreement") with Barclays Bank; and

WHEREAS, on October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates (collectively, the "Debtors") filed voluntary petitions in the United States Bankruptcy Court for the Southern District of New York (the "Court") for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"); and

WHEREAS, the Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code; and

WHEREAS, this Court entered orders directing the joint administration of the Debtors' chapter 11 cases; and

WHEREAS, on October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors; and

WHEREAS, on May 11, 2006, the U.S. Trustee appointed an official committee of equity security holders; and

WHEREAS, no trustee or examiner has been appointed in the Debtors' cases; and

WHEREAS, on October 10, 2005, Barclays Bank sent Delphi a Notice of Termination of the Master Agreement, which constituted early termination thereof; and

WHEREAS, section 6 of the Master Agreement requires Barclays Bank to make a termination payment to Delphi upon the early termination of the Master Agreement; and

WHEREAS, on October 26, 2005, Barclays Bank sent Delphi a Statement of Payment on Early Termination in connection with the Master Agreement, pursuant to which Barclays Bank represented and agreed that it owed Delphi a liquidated sum of \$10,178,261.40 as the termination payment provided for by the Master Agreement; and

WHEREAS, on October 28, 2005, the Bankruptcy Court entered a final order authorizing the Debtors to, among other things, obtain postpetition financing, utilize cash collateral, and grant adequate protection to prepetition secured parties (the "Final DIP Order"); and

WHEREAS, on January 5, 2006, the Bankruptcy Court entered an order authorizing the Debtors to, among other things, refinance their postpetition financing and prepetition secured debt (the "Refinancing Order" and, together with the Final DIP Order, the "DIP Orders"); and

WHEREAS, paragraph 18 of the Final DIP Order and paragraph 16 of the Refinancing Order establish, among other things, procedures for creditors to assert setoff and/or recoupment rights; and

WHEREAS, Barclays Bank recalculated the amount due to Delphi as a result of the early termination of the Master Agreement and on November 14, 2005, Barclays Bank sent Delphi an Amended Statement of Payment on Early Termination, revising the amount that it owed Delphi to \$9,044,399.41 (the "Termination Payment"); and

WHEREAS, Delphi has asserted it has made proper demand upon Barclays Bank for payment and delivery of the Termination Payment, which is due and payable to Delphi; and

WHEREAS, Barclays Bank has asserted that it has a right to withhold payment of all or part of the Termination Payment to protect its alleged setoff rights on account of any indemnification payment obligations that may be owed to it by Delphi pursuant to, and in connection with: (i) the indemnity provisions of the Master Agreement and the Underwriting Agreement dated July 22, 2003; (ii) the pre-petition issuance of certain Delphi bonds (the "Bonds") by Barclays Capital Inc. ("Barclays Capital"), an affiliate of Barclays Bank; and (iii) claims that have been asserted against

Barclays Capital in a class action filed in the Southern District of New York, styled *In re Delphi Corp. Securities Litigation*, 1:05-cv-2637 (the "Litigation")<sup>1</sup>; and

WHEREAS, Delphi has asserted that it does not owe any indemnification obligation to Barclays Bank because, *inter alia*, Barclays Bank was neither an issuer of the Bonds nor was it named as a defendant in the Litigation, and the issuance of the Bonds by Barclays Capital was wholly unrelated to the Master Agreement and the parties' rights and obligations thereunder; and

WHEREAS, as a result of arms-length negotiations, Delphi and Barclays Bank (together, the "Parties") have agreed to settle their dispute regarding the Termination Payment and Barclay Bank's right of setoff and/or indemnification in connection with the Termination Payment, based upon the terms and conditions set forth in this agreement (the "Settlement Agreement"); and

WHEREAS, Delphi has concluded that the proposed settlement set forth herein is in the best interests of its estate, and in reaching that conclusion, has considered, among other things, the defenses asserted by Barclays Bank to Delphi's demand for the Termination Payment and the cost, expense and delay associated with litigating the matter, the result of which is uncertain.

NOW, THEREFORE, FOR good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the Parties agree:

1. This Settlement Agreement shall be effective on the date when an Order of the Court (the "Approval Order") approving the terms hereof shall become final and not subject to any stay or appeal (the "Effective Date"). Notwithstanding the

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<sup>1</sup> On February 6, 2006, the Litigation was consolidated with several other actions pending against Delphi and related entities and transferred to the United States District Court for the Eastern District of Michigan as part of the consolidated proceeding known as *In re Delphi Corporation Securities, Derivative and ERISA Litigation* (MDL No. 1725).

foregoing, during the period between the date of the complete execution of this Settlement Agreement and the Effective Date, the Parties shall be bound by the terms hereof and shall do nothing contrary to the terms set forth herein.

2. Within three (3) business days after the Effective Date, Barclays Bank will deliver the Termination Payment in the amount of \$9,044,399.41 (the "Settlement Amount") to Delphi in immediately available funds.

3. Payment of the Settlement Amount by Barclays Bank to Delphi shall be in full and final satisfaction of any and all claims that Delphi may have against Barclays Bank for the return of the Termination Payment. Upon entry of the Approval Order and payment to Delphi of the Settlement Amount, subject only to the reservation set forth in paragraphs "4" and "7" below, Delphi hereby releases and waives any claims, charges, causes of action and avoidance actions it may assert or may have been able to assert against Barclays Bank, its affiliates, subsidiaries, shareholders, officers, directors, employees, attorneys and agents with respect to the Termination Payment, including, but not limited to, any claims Delphi may assert or may have been able to assert against Barclays Bank under Chapter 5 of the Bankruptcy Code.

4. The Parties agree that Barclays Bank is deemed to be a "Setoff Claimant" within the meaning of paragraph 18 of the Final DIP Order and paragraph 16 of the Refinancing Order and retains, and has not waived, any and all of the rights pursuant to and in accordance with the DIP Orders pertaining to the Termination Payment, including the administrative claim and other forms of adequate protection described therein. Delphi retains, and has not waived, any and all rights to challenge and object to any claims or rights asserted by Barclays Bank, its successors and assigns pursuant to the DIP Orders.

5. Delphi shall promptly file a motion for an Order of the Court approving this Settlement Agreement pursuant to Bankruptcy Rule 9019.

6. This written Settlement Agreement constitutes the entire and fully integrated agreement of the Parties, and may not be contradicted by prior writings, or prior or contemporaneous oral statements.

7. Except for the agreement memorialized by this Settlement Agreement, the Parties retain all of their rights, claims and defenses, including those concerning any claims filed by Barclays Bank in the Debtors' chapter 11 cases.

8. This Settlement Agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Settlement Agreement. The agreements, terms and provisions contained in this Settlement Agreement shall be binding upon and shall inure to the benefit of the Parties hereto and their legal representatives, predecessors, successors and assigns, including any trustee appointed in these chapter 11 cases.

9. This Settlement Agreement may not be modified, amended, or terminated, nor any of its provisions waived, except by an agreement in writing signed by each of the Parties.

10. It is expressly understood and agreed that the terms hereof, including the foregoing paragraphs and headings, are contractual and that the Settlement Agreement contained herein and the consideration transferred is to compromise disputed claims and avoid litigation, and that no statement made herein, payment, release, or other consideration shall be construed as an admission by the parties of any kind or nature whatsoever.

11 The signatories below represent that they are authorized to enter into this Settlement Agreement.

12. The Court shall retain original and exclusive jurisdiction to interpret and enforce the terms of this Settlement Agreement and to resolve any disputes in connection herewith.

Dated: New York, New York  
January 26, 2007

DELPHI CORPORATION, et al.  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: New York, New York  
January 26, 2007

BARCLAYS BANK, PLC  
By its Attorneys,  
ALLEN & OVERY, LLP  
By:

/s/ Kenneth P. Coleman  
KENNETH P. COLEMAN (KC-9750)  
1221 Avenue Of The Americas  
New York, New York 10020  
(212) 610-6300

**SO ORDERED**

This \_\_\_\_ day of February, 2007  
in New York, New York

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT E**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
: .  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: .  
Debtors. : (Jointly Administered)  
: .  
----- x

SECOND SUPPLEMENTAL AFFIDAVIT OF DOUGLAS P.  
BARTNER IN SUPPORT OF APPLICATION FOR ORDER UNDER  
11 U.S.C. § 327(e) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF SHEARMAN  
& STERLING LLP AS SPECIAL COUNSEL

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

Douglas P. Bartner, being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice law in the State of New York, the State of California, and before the United States District Courts for the Southern and Eastern Districts of New York. I am a member of the law firm of Shearman & Sterling LLP ("Shearman & Sterling"), which maintains its offices at, among other places, 599 Lexington Avenue, New York, New York 10022. On October 8, 2005, the Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in these chapter 11 cases (collectively, the "Debtors") filed with this Court my initial affidavit (Docket No. 49, Exhibit 1) (the "Initial Affidavit") in support of the Application For Order Under 11 U.S.C. § 327(e) And Fed. R. Bank. P. 2014 (I) Authorizing Employment And Retention Of Shearman & Sterling LLP As Special Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 49) (the

"Application").<sup>1</sup> In the Initial Affidavit, I stated that supplemental affidavits would be filed upon receipt of new information regarding parties-in-interest in these chapter 11 cases. On November 2, 2005, the Debtors filed with this Court my first supplemental affidavit in support of the Application (Docket No. 845) (the "First Supplemental Affidavit," and together with the Initial Affidavit, the "Previous Affidavits") to provide disclosure required in accordance with Rule 2014(a) of the Federal Rules of Bankruptcy Procedure. The Previous Affidavits are incorporated herein by reference. Pursuant to an interim order entered October 14, 2005 (Docket No. 273) and a final order entered December 1, 2005 (Docket No. 1376) (the "Retention Order"), this Court authorized the retention of Shearman & Sterling to serve as the Debtors' special counsel. Shearman & Sterling, as special counsel, has represented, and continues to represent, the Debtors in these chapter 11 cases since the filing of the Debtors' chapter 11 petitions.

2. Unless otherwise stated in this second supplemental affidavit (the "Second Supplemental Affidavit") in support of the Application and in connection with the Previous Affidavits and the Retention Order, I have personal knowledge of the facts set forth hereinafter. To the extent that any information disclosed herein requires further amendment or modification upon Shearman & Sterling's completion of further analysis, or as additional party-in-interest information becomes available, subsequent supplemental affidavits will be submitted to this Court.

3. Except as disclosed otherwise in the Previous Affidavits or hereinafter, neither I, Shearman & Sterling, nor any member, counsel, or associate of Shearman & Sterling, insofar as I have been able to ascertain, (a) represents entities other than the Debtors in

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

connection with the Debtors' chapter 11 cases, (b) has any connections with the Debtors, their creditors or stockholders, or any other party-in-interest, or (c) holds any interest adverse to the Debtors or their estates with respect to the matters on which Shearman & Sterling is retained and employed in these chapter 11 cases.

Supplemental Disclosure

4. Shearman & Sterling has identified the following supplemental client connection: Shearman & Sterling and members, counsel, and associates of Shearman & Sterling currently represent, and may represent in the future, in matters wholly unrelated to these chapter 11 cases, Cerberus Japan K.K., which is an affiliate of Dolce Investments LLC and Cerberus Capital Management, L.P., both of which are interested parties in these chapter 11 cases.

5. To the best of my knowledge and information, the annual fees for Cerberus Japan K.K. did not exceed 1% of Shearman & Sterling's annual gross revenue in 2006.

6. The Debtors collectively have hundreds of suppliers, vendors, landlords, service providers, employees, creditors, and other interested parties in these cases. Shearman & Sterling is continuing and will continue to review potential conflicts. If Shearman & Sterling learns that it has a relationship with, or has represented, a party-in-interest in these cases, I will file another supplemental affidavit immediately and promptly notify this Court and the Office of the United States Trustee.

7. I submit that the representation described in paragraph 4 neither has resulted nor will result in an interest of Shearman & Sterling adverse to the Debtors or their estates with respect to the matters on which Shearman & Sterling is employed, and that Shearman & Sterling is a "disinterested person" within the meaning of section 101(14) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended.

I have read this Second Supplemental Affidavit, and, to the best of my knowledge, information, and belief, the contents of this Second Supplemental Affidavit are true and correct.

FURTHER AFFIANT SAYETH NOT.

/s/ Douglas P. Bartner  
Douglas P. Bartner

Sworn to before me  
this 26<sup>th</sup> day of January, 2007

/s/ Marian D. Luketić  
Marian D. Luketić  
Notary Public, State of New York  
No. 02LU5083644  
Qualified in Nassau County

My commission expires:  
August 18, 2009

## **EXHIBIT F**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
Allen & Overy LLP	Kenneth P Coleman	1221 Avenue of the Americas		New York	NY	10020
Warner Stevens LLP	Michael D Warner David T Cohen	1700 City Center Tower II	301 Commerce St	Fort Worth	TX	76102